

The listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of claims:**

1 (Canceled).

2 (Canceled).

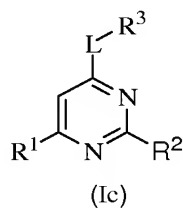
3 (Canceled).

4 (Canceled).

5 (Canceled).

6 (Canceled).

7. (Currently Amended): ~~The A~~ compound of ~~claim 6~~ Formula Ic:



in which

L is a bond;

R<sup>1</sup> is -NHR<sup>7</sup>, wherein R<sup>7</sup> is phenyl substituted with 1 to 3 radicals

independently selected from the group consisting of amino, halo-substituted C<sub>1-4</sub>alkyl and halo-substituted C<sub>1-4</sub>alkoxy or pyridinyl, optionally substituted with 1 to 3 radicals

independently selected from the group consisting of halo, amino, C<sub>1-4</sub>alkyl, halo-substituted C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy and halo-substituted C<sub>1-4</sub>alkoxy;

R<sup>2</sup> is hydrogen; and

R<sup>3</sup> is selected from the group consisting of C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl selected from the group consisting of morpholino, ~~morpholino-methyl~~, ~~morpholino-ethyl~~, pyrrolidinyl, piperazinyl, piperidinyl, 4-oxo-piperidin-1-yl and 1,4-dioxo-8-aza-spiro[4,5]dec-8-yl, (ii) C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl, wherein the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo,

nitro, C<sub>1-4</sub>alkyl, hydroxy-C<sub>1-6</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)OR<sup>8</sup>, =NOR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup> and -X<sup>3</sup>O(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>; or (iii) C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl, wherein the aryl is substituted with 1-3 radicals independently selected from the group consisting of hydroxy-C<sub>1-6</sub>alkyl, C<sub>3-8</sub>heterocycloalkyl, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>8</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>S(O)<sub>2</sub>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>9</sup>, -X<sup>3</sup>NR<sup>8</sup>C(O)NR<sup>8</sup>R<sup>8</sup>, =NOR<sup>8</sup>, -X<sup>3</sup>NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>, -X<sup>3</sup>C(O)NR<sup>8</sup>(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup> and -X<sup>3</sup>O(CH<sub>2</sub>)<sub>1-4</sub>NR<sup>8</sup>R<sup>8</sup>; R<sup>8</sup> is hydrogen, C<sub>1-6</sub>alkyl or hydroxy-C<sub>1-6</sub>alkyl; R<sup>9</sup> is C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyl, C<sub>6-10</sub>aryl-C<sub>0-4</sub>alkyloxy, C<sub>5-10</sub>heteroaryl-C<sub>0-4</sub>alkyl, C<sub>3-8</sub>heterocycloalkyl-C<sub>0-4</sub>alkyl or C<sub>3-8</sub>cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R<sup>9</sup> is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, nitro, C<sub>1-4</sub>alkyl, hydroxy-C<sub>1-6</sub>alkyl, halo-substituted C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C<sub>5-9</sub>heteroaryl, C<sub>3-8</sub>heterocycloalkyl, -C(O)NR<sup>8</sup>R<sup>8</sup>, -S(O)<sub>2</sub>NR<sup>8</sup>R<sup>8</sup>, -NR<sup>8</sup>R<sup>8</sup> and -C(O)R<sup>10</sup>, wherein R<sup>10</sup> is C<sub>5-6</sub>heteroaryl.

8. (Previously presented): The compound of claim 7 in which R<sup>3</sup> is selected from the group consisting of morpholino, 1,4-dioxo-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl, piperazinyl, pyrrolidinyl, pyridinyl, naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1*H*-benzoimidazolyl; each of which is optionally substituted with 1 to 2 radicals independently selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy, -C(O)OH, -C(O)H, -C(O)OCH<sub>3</sub>, -C(O)N(C<sub>2</sub>H<sub>5</sub>)<sub>2</sub>, -C(O)N(CH<sub>3</sub>)<sub>2</sub>, -C(O)NHCH<sub>3</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>CH<sub>3</sub>, chloro, -NH<sub>2</sub>, -C(O)CH<sub>3</sub>, =NOCH<sub>3</sub>, -NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -NH(CH<sub>2</sub>)<sub>3</sub>NH<sub>2</sub>, -NH(CH<sub>2</sub>)<sub>2</sub>OH, -C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -NHR<sup>9</sup>, -O(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, morpholino, piperazinyl, -NHC(O)CH<sub>3</sub>, -NHC(O)NHC<sub>4</sub>H<sub>9</sub>, -C(O)NHC<sub>4</sub>H<sub>9</sub>, -C(O)NHC<sub>3</sub>H<sub>7</sub>, -C(O)NHC<sub>5</sub>H<sub>10</sub>OH, -C(O)N(C<sub>2</sub>H<sub>4</sub>OH)<sub>2</sub>, -C(O)NHC<sub>2</sub>H<sub>4</sub>OH, -C(O)NH(CH<sub>2</sub>)<sub>2</sub>OH, -NHC(O)R<sup>9</sup>, -C(O)NHR<sup>9</sup>, -NHC(O)NHR<sup>9</sup>, -C(O)R<sup>9</sup>, -NHS(O)<sub>2</sub>C<sub>4</sub>H<sub>9</sub>, -NHS(O)<sub>2</sub>CH<sub>3</sub>, -NHS(O)<sub>2</sub>R<sup>9</sup>, -S(O)<sub>2</sub>R<sup>9</sup>, -S(O)<sub>2</sub>NHR<sup>9</sup>, -C(O)NH<sub>2</sub> and -C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of hydroxymethyl, -C(O)OH, -C(O)H, -C(O)N(C<sub>2</sub>H<sub>5</sub>)<sub>2</sub>,

-C(O)N(CH<sub>3</sub>)<sub>2</sub>, -C(O)NHCH<sub>3</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -C(O)CH<sub>3</sub>, =NOCH<sub>3</sub>,  
-NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -NH(CH<sub>2</sub>)<sub>3</sub>NH<sub>2</sub>, -NH(CH<sub>2</sub>)<sub>2</sub>OH, -C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, -NHR<sup>9</sup>,  
-O(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>, morpholino, piperazinyl, -NHC(O)CH<sub>3</sub>, -NHC(O)NHC<sub>4</sub>H<sub>9</sub>,  
-C(O)NHC<sub>4</sub>H<sub>9</sub>, -C(O)NHC<sub>3</sub>H<sub>7</sub>, -C(O)NHC<sub>5</sub>H<sub>10</sub>OH, -C(O)N(C<sub>2</sub>H<sub>4</sub>OH)<sub>2</sub>, -C(O)NHC<sub>2</sub>H<sub>4</sub>OH,  
-C(O)NH(CH<sub>2</sub>)<sub>2</sub>OH, -NHC(O)R<sup>9</sup>, -C(O)NHR<sup>9</sup>, -NHC(O)NHR<sup>9</sup>, -C(O)R<sup>9</sup>, -NHS(O)<sub>2</sub>C<sub>4</sub>H<sub>9</sub>,  
-NHS(O)<sub>2</sub>CH<sub>3</sub>, -NHS(O)<sub>2</sub>R<sup>9</sup>, -S(O)<sub>2</sub>R<sup>9</sup>, -S(O)<sub>2</sub>NHR<sup>9</sup>, -C(O)NH<sub>2</sub> and  
-C(O)NH(CH<sub>2</sub>)<sub>2</sub>N(CH<sub>3</sub>)<sub>2</sub>; R<sup>9</sup> is phenethyl, 2-phenoxy-ethyl, 1H-imidazolyl-propyl, pyridinyl,  
pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl,  
tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl,  
benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl,  
3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl,  
benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl,  
heterocycloalkyl or alkyl moiety of R<sup>9</sup> is further optionally substituted by up to 2 radicals  
selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy,  
trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino,  
phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, -N(CH<sub>3</sub>)<sub>2</sub>,  
-C(O)NH<sub>2</sub>, -S(O)<sub>2</sub>NH<sub>2</sub>, -C(O)N(CH<sub>3</sub>)<sub>2</sub>, cyano or -C(O)R<sup>10</sup>; and R<sup>10</sup> is furanyl.

9 (Canceled).

10 (Canceled).

11 (Currently Amended): A pharmaceutical composition comprising an effective amount of a compound of claim ~~4~~7 and a pharmaceutically acceptable carrier or excipient.

12 (Currently Amended): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim ~~4~~7, wherein said compound of claim ~~4~~6 inhibits Bcr-abl.

13 (Canceled).

14 (Canceled).

15 (Canceled).

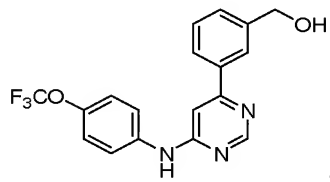
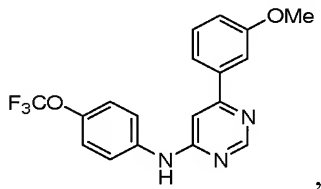
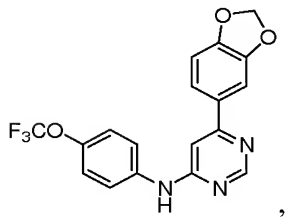
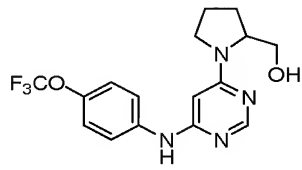
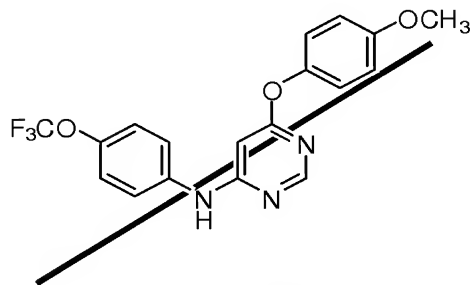
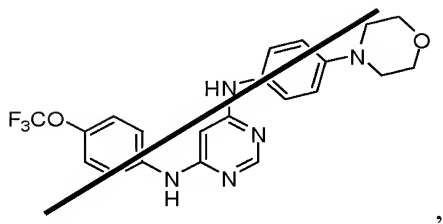
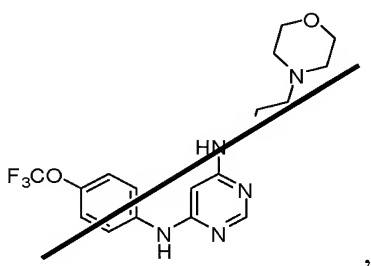
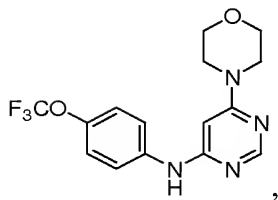
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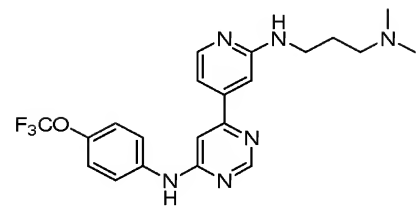
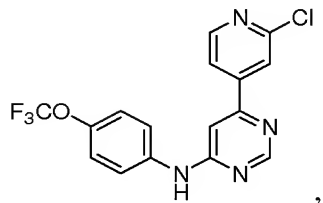
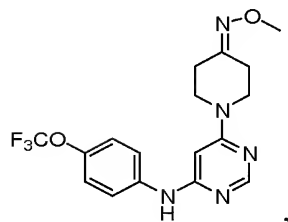
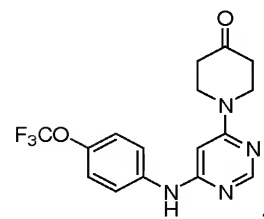
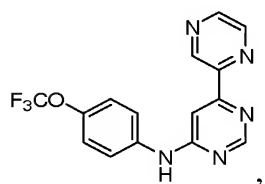
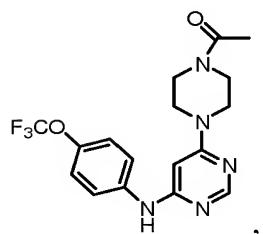
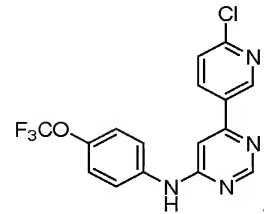
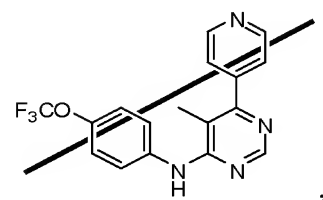
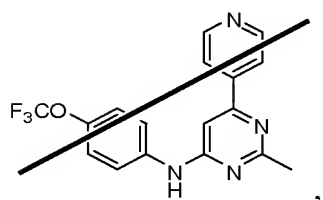
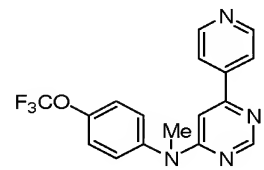
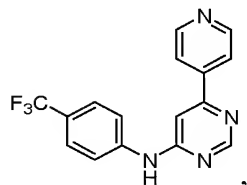
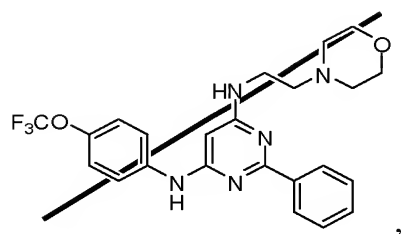
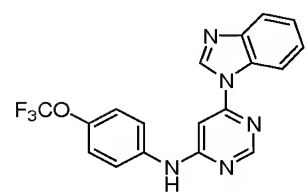
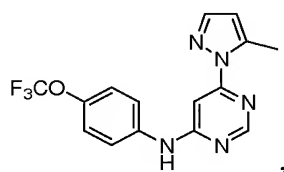
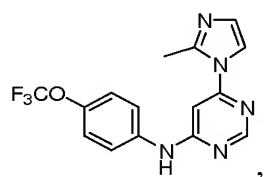
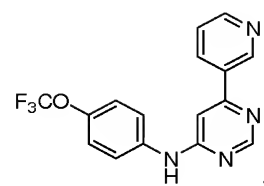
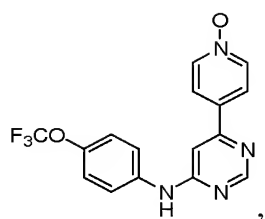
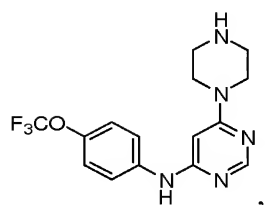
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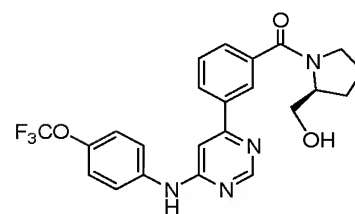
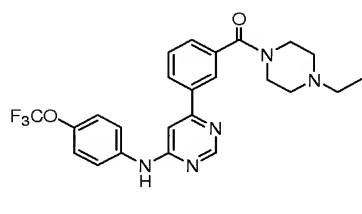
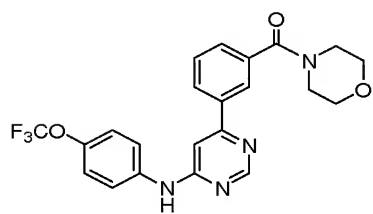
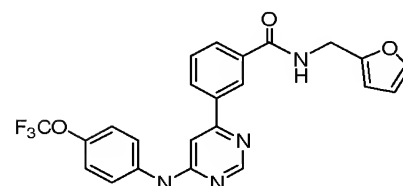
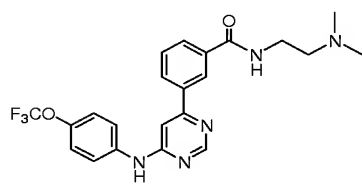
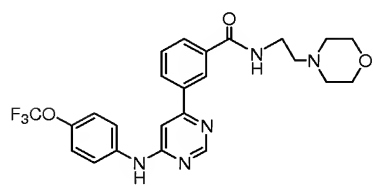
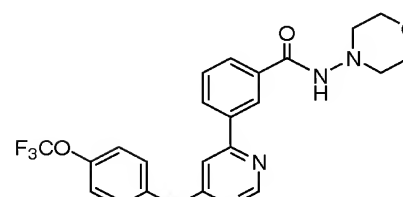
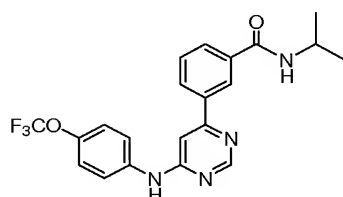
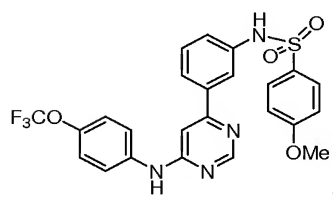
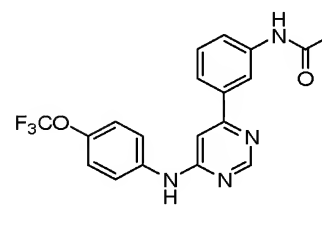
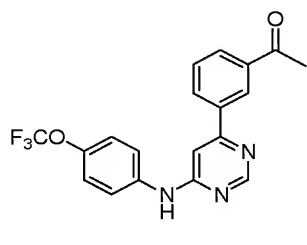
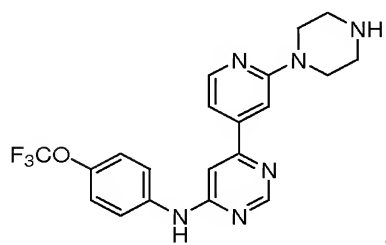
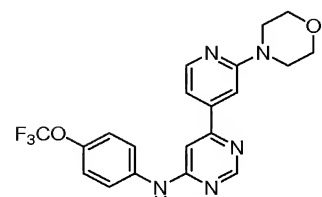
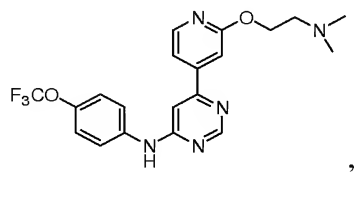
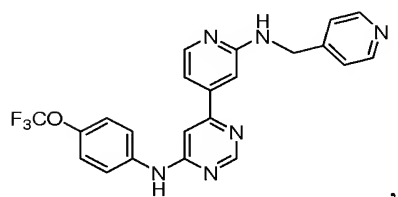
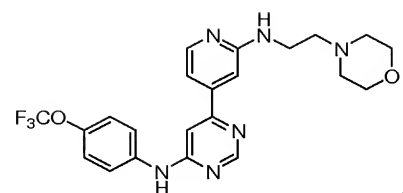
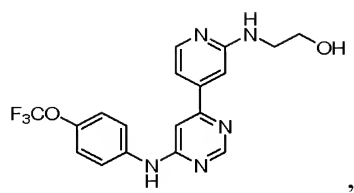
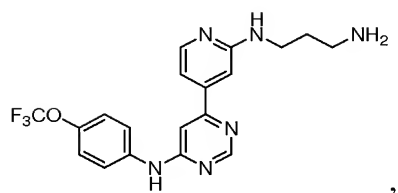
18 (Canceled).

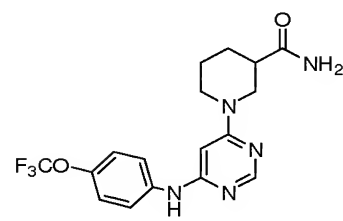
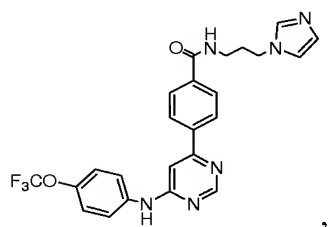
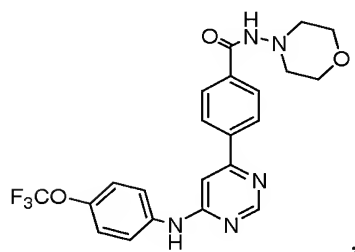
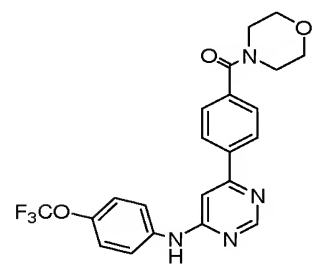
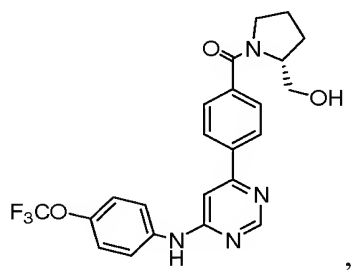
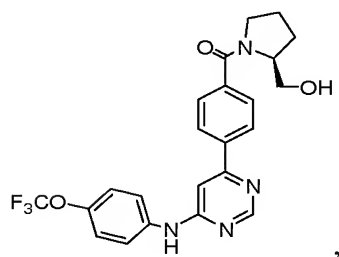
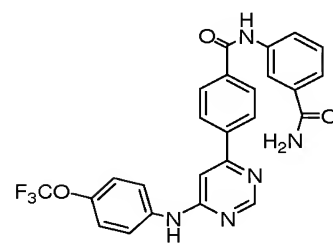
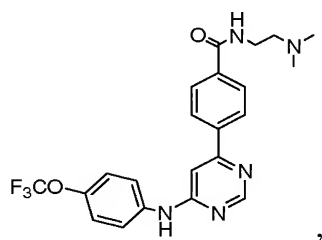
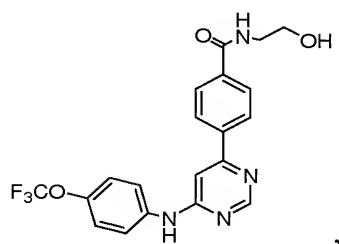
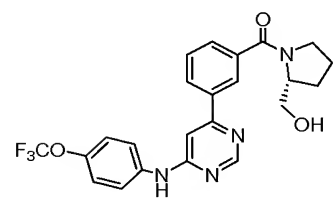
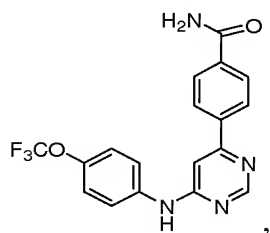
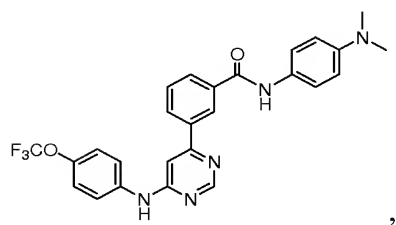
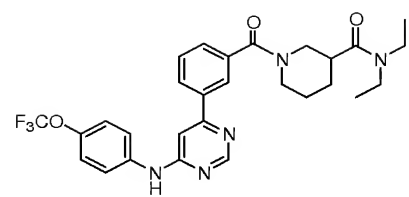
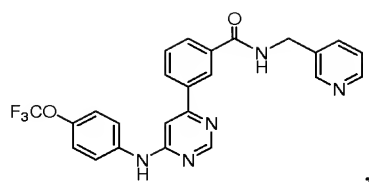
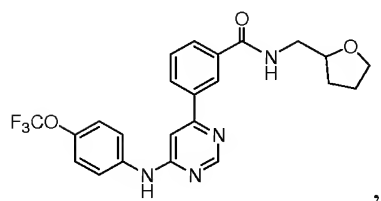
19 (Previously presented): The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.

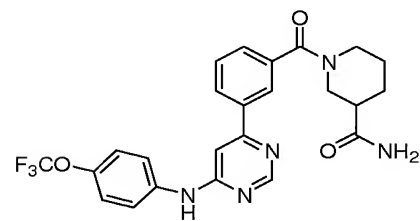
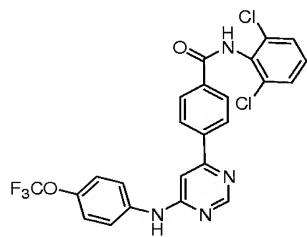
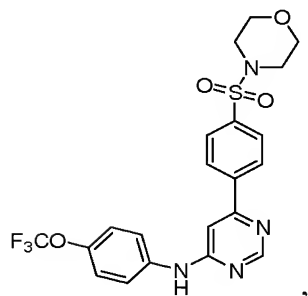
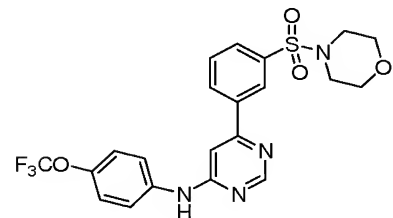
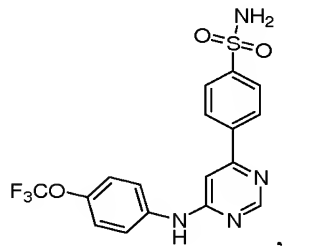
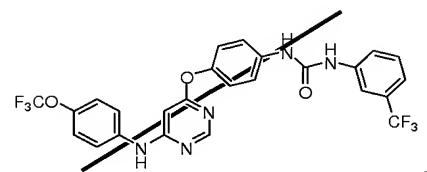
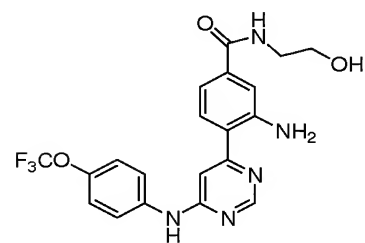
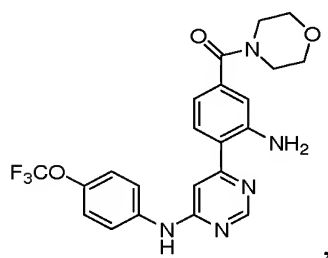
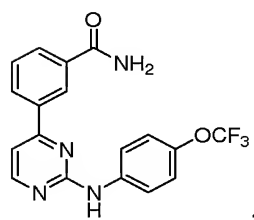
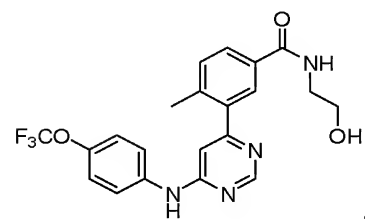
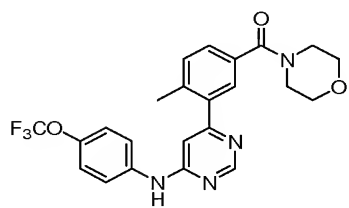
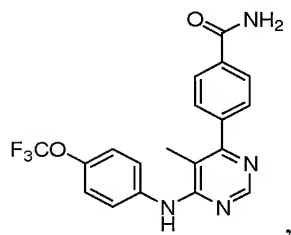
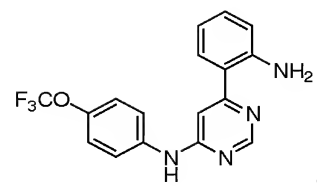
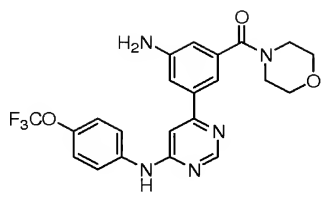
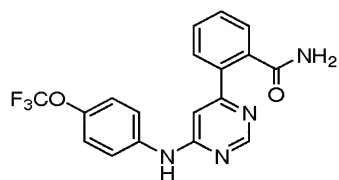
20. (Currently amended): The compound of claim ~~17~~7, wherein the compound is selected from the group consisting of:



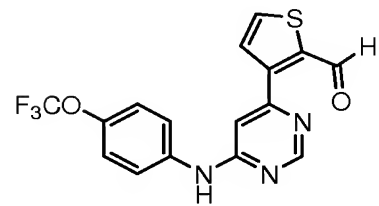
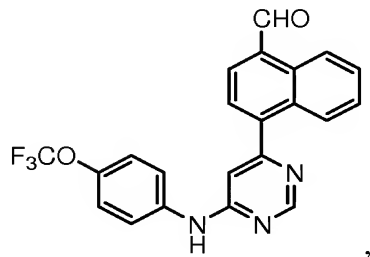
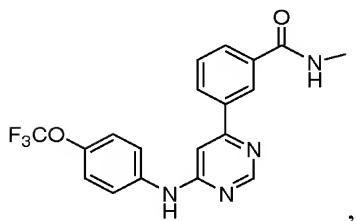
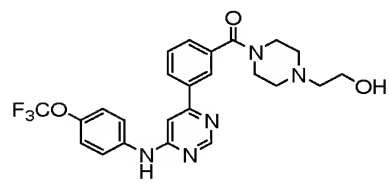
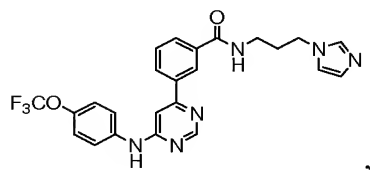
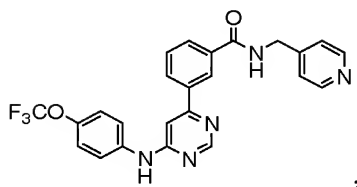
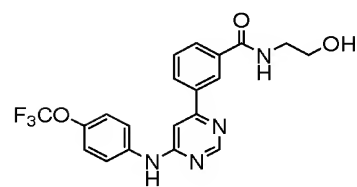
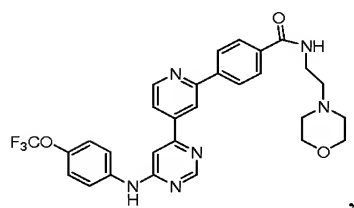
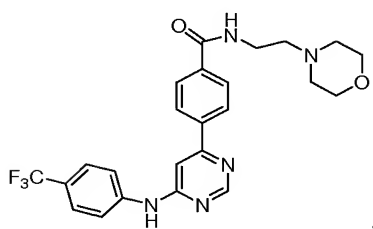
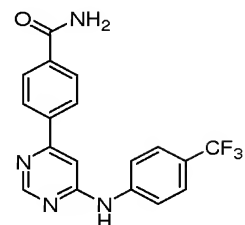
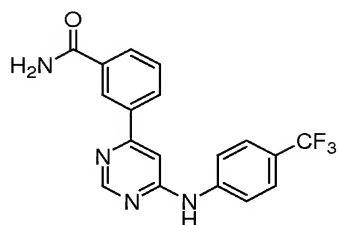
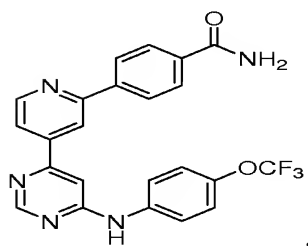
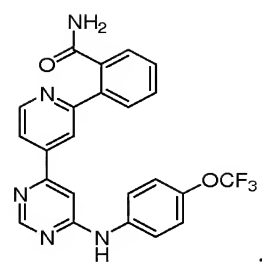
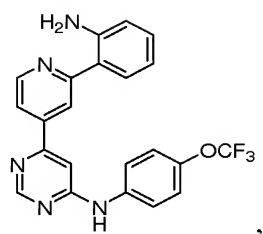
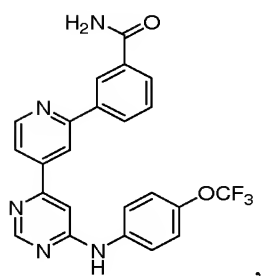


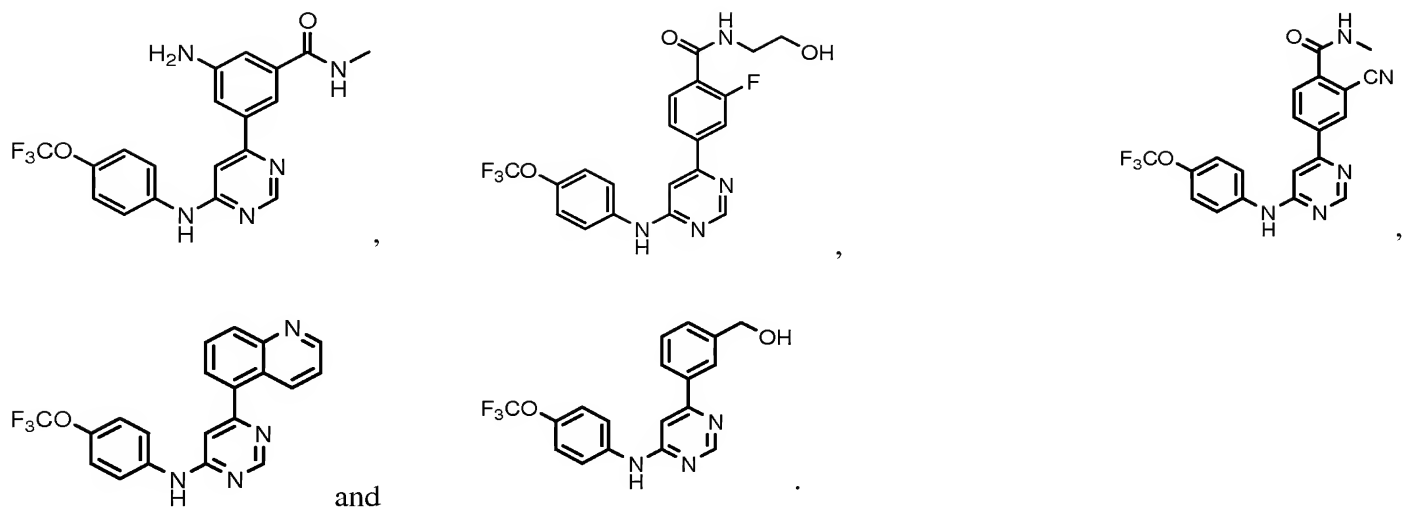






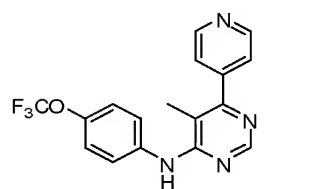
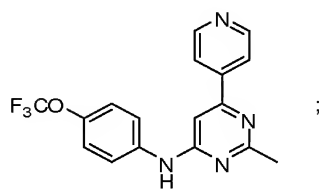
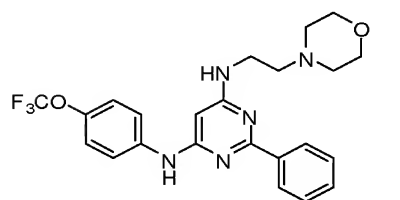
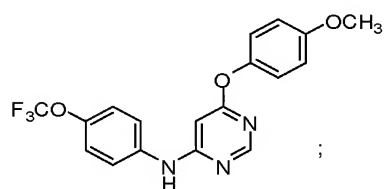
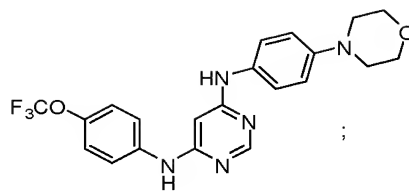
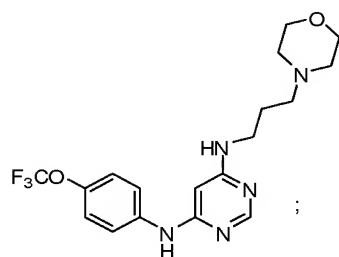






21. (Previously presented) A pharmaceutical composition comprising an effective amount of a compound of claim 20 and a pharmaceutically acceptable carrier or excipient.

22. (New) A compound selected from the group consisting of:



and

